

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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| | X |
| | : |
| NAVIGATOR CAPITAL PARTNERS, L.P., on behalf of | : |
| itself and all others similarly situated, | : |
| Plaintiff, | : |
| | : 07 Civ. 07783 (AKH) (DFE) |
| - against - | : |
| | : |
| BEAR STEARNS ASSET MANAGEMENT, BEAR, | : |
| STEARNS SECURITIES CORP., THE BEAR | : |
| STEARNS COMPANIES INC., BEAR, STEARNS & | : |
| CO. INC., RALPH CIOFFI, RAYMOND | : |
| MCGARRIGAL AND MATTHEW TANNIN, | : |
| | : |
| Defendants, | : |
| - and - | : |
| BEAR STEARNS HIGH-GRADE STRUCTURED | : |
| CREDIT STRATEGIES, L.P., | : |
| Nominal Defendant. | : |
| | X |

**DECLARATION OF ANDREW J. ENTWISTLE
IN SUPPORT OF PLAINTIFF'S MOTION TO REMAND**

ANDREW J. ENTWISTLE, hereby declares pursuant to 28 U.S.C. § 1746:

1. I am an attorney duly admitted to practice law in the United States District Court for the Southern District of New York, and a member of Entwistle & Cappucci LLP, attorneys for Plaintiff, Navigator Capital Partners, L.P. ("Plaintiff"). I am submitting this declaration in support of Plaintiff's motion under 28 U.S.C. §§ 1447 and 1453 to remand this case to the New York State Supreme Court, County of New York.

2. Attached hereto as Exhibit 1 is a true and correct copy of the Class Action and Verified Derivative Complaint filed in the New York State Supreme Court, County of New York by Plaintiff Navigator Capital Partners, L.P. on August 6, 2007.

3. Attached hereto as Exhibit 2 is a true and correct copy of The Alternative Investment Management Association Limited's Illustrative Questionnaire for Due Diligence of Bear Stearns High Grade Structured Credit Strategies Fund, dated August 1, 2005.

4. Attached hereto as Exhibit 3 is a true and correct copy of the Bear Stearns Asset Management Preliminary Performance Profile for Bear Stearns High-Grade Structured Credit Strategies Fund, dated February 28, 2007.

5. Attached hereto as Exhibit 4 is a true and correct copy of the Bear Stearns Asset Management Preliminary Performance Profile for Bear Stearns High-Grade Structured Credit Strategies Fund, dated March 31, 2007.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 28, 2007

/s/ Andrew J. Entwistle
Andrew J. Entwistle